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SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
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November 20, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of November 20, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.  
2525 Stemmons Freeway  
Dallas, TX 75207

[Lessee: Harwest Industrial Minerals Corporation  
1208 Quail St  
Lakewood, CO 80215]

Mr. Vernon A. Williams  
November 20, 2006  
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A description of the railroad equipment covered by the enclosed document is:

75 hopper railcars: TILX 32580 – TILX 32654.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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## MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on November 20, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:


Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Harwest Industrial Minerals Corporation, a Colorado corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of October 10, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective October 10, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By:   
Name: Martin Graham  
Title: President

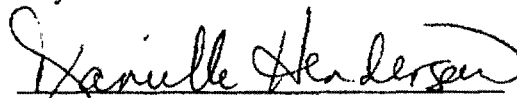
Executed on this 15<sup>th</sup> day of November, 2006

[Memorandum of Lease Agreement]

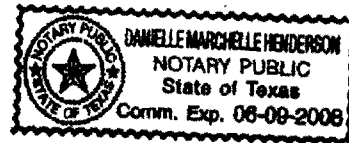
STATE OF TEXAS       )  
                              ) SS:  
COUNTY OF DALLAS    )

On this, the 5<sup>th</sup> day of November 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on November 15, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_  
Residing in 6/9/08



[Memorandum of Lease Agreement]

**EXHIBIT A**

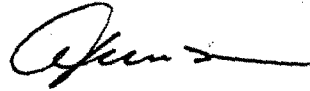
<b>Equipment:</b>	3,281 cubic foot hopper cars built to Trinity Rail specification no. D6Q072-PB1 dated 4/24/06
<b>Quantity:</b>	Seventy-five (75)
<b>Road Numbers:</b>	TILX 32580 - 32654

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/20/06



\_\_\_\_\_  
Robert W. Alvord